

**NOTICE OF INTENT TO AMEND RULES OF THE CORPORATIONS DIVISION OF
THE OFFICE OF THE GEORGIA SECRETARY OF STATE, CHAPTER 590-7,
COMMISSIONER OF CORPORATIONS, RULE 590-7-1-.01 *DEFINITIONS.*
AMENDED. AND NOTICE OF PUBLIC HEARING.**

TO ALL INTERESTED PERSONS AND PARTIES:

Notice is hereby given that pursuant to the authority set forth below, the Assistant Corporation Commissioner of the Office of the Georgia Secretary of State, (hereinafter "Commissioner") proposes an amendment to Commissioner of Corporations, Rule 590-7-1-.01 *Definitions. Amended.* (hereinafter "proposed rule amendment").

This notice, together with exact copies of the proposed rule amendment and a synopsis of the proposed rule amendment, is being distributed to all persons who have requested, in writing, that they be placed on a distribution list. A copy of this notice, the exact copy of the proposed rule amendment and a synopsis of the proposed rule amendment may be reviewed during normal business hours of 8:00 a.m. to 5:30 p.m. Monday through Friday, except official State holidays, at the Office of the Secretary of State, Corporations Division, 2 Martin Luther King, Jr. Drive, S.E., 313 West Tower, Atlanta, Georgia 30334. These documents will also be available for review on the Corporation Division's web page at <http://www.sos.ga.gov/corporations/>. Copies may also be requested by contacting the Corporations Division at 404-656-2817.

A public hearing is scheduled to begin at 10:00 a.m. on January 2, 2013 at the Office of the Secretary of State, Corporations Division, 2 Martin Luther King, Jr. Drive, S.E., 313 West Tower, Atlanta, Georgia 30334 to provide the public an opportunity to comment upon and provide input into the proposed rule amendment. At the public hearing anyone may present data, make a statement, comment or offer a viewpoint or argument whether orally or in writing. Lengthy statements or statements of a considerable technical or economic nature, as well as previously recorded messages, must be submitted for the official record. Oral statements should be concise and will be limited to 5 minutes per person. Additional comments should be presented in writing. Written comments are welcome. To ensure their consideration, written comments must be received no later than 5:00 p.m. on December 26, 2012. Written comments should be addressed to Eric Lacefield, Assistant Corporation Commissioner, Corporations Division, 2 Martin Luther King, Jr. Drive, S.E., 313 West Tower, Atlanta, Georgia 30334. FAX: 404-657-6380.

The Assistant Corporation Commissioner will consider the adoption of the proposed rule amendment at a meeting scheduled to begin at 10:05 a.m. on January 2, 2013 at the office of the Corporations Division, 2 Martin Luther King, Jr. Drive, S.E., 313 West Tower, Atlanta, Georgia 30334. The Assistant Corporation Commissioner has the authority to amend this rule pursuant to authority contained in O.C.G.A. §§ 14-2-130, 14-2-140, 14-3-140, 14-5-20, and 14-5-23.

On November 29, 2012, the Assistant Corporation Commissioner determined that the formulation and adoption of this amended rule does not impose excessive regulatory cost on any registrant and any cost to comply with the proposed rule amendment cannot be reduced by a less

expensive alternative that fully accomplishes the objectives of O.C.G.A. §§ 14-2-130, 14-2-140, 14-3-140, 14-5-20, and 14-5-23.

On November 29, 2012, the Assistant Corporation Commissioner determined that it is not legal or feasible to meet the objectives of O.C.G.A. §§ 14-2-130, 14-2-140, 14-3-140, 14-5-20, and 14-5-23 to adopt or implement differing actions for businesses as listed at O.C.G.A. §50-13-4(a)(3)(A),(B),(C) and (D). The formulation and adoption of this rule will impact every registrant in the same manner.

For further information, contact the Division office at 404-656-2817.

This notice is given in compliance with O.C.G.A. § 50-13-4.

This 30th day of November, 2012.



Eric Lacefield
Assistant Corporation Commissioner

Posted: November 30, 2012

**SYNOPSIS OF THE PROPOSED RULE AMENDMENT OF THE CORPORATIONS
DIVISION OF THE OFFICE OF THE GEORGIA SECRETARY OF STATE, CHAPTER
590-7, COMMISSIONER OF CORPORATIONS, RULE 590-7-1-.01 *DEFINITIONS.*
*AMENDED.***

Purpose: The purpose of the amendment to Rule 590-7-1-.01 is to clarify, update, and remove outdated language from the defined terms; to provide for additional terms deemed necessary and proper for the administration of the duties set forth in O.C.G.A. Title 14; and to correct typographical errors.

Main Features: The new rule provides for the definition of additional terms; the clarification and updating of defined terms; the removal of outdated language, such as "Division of Business Services and Regulation", from the defined terms; and the correction of typographical errors.

**DIFFERENCES BETWEEN THE EXISTING RULE AND THE PROPOSED
AMENDMENTS TO THE CORPORATIONS DIVISION OF THE OFFICE OF THE
GEORGIA SECRETARY OF STATE, CHAPTER 590-7, COMMISSIONER OF
CORPORATIONS, RULE 590-7-1-.01 *DEFINITIONS.* *AMENDED.***

NOTE: Struck through text is proposed to be deleted. Underlined text is proposed to be added.

590-7-1-.01 Definitions. Amended.

(1) **Active corporation.** As used herein the term "active corporation" shall mean a corporation that is on file with the Secretary of State and is incorporated or authorized to do business in this state.

(2) **Amendment of annual registration.** As used herein the term "amendment of annual registration" or "amended annual registration" shall mean the filing required or permitted to be filed by a corporation as set forth in the Code. An amended annual registration must be filed on the annual registration form provided by the Commissioner and shall include the payment of the annual registration fee set forth in the Code.

(3) ~~(2)~~ **Annual registration.** As used herein the term "annual registration" shall mean the filing required of each corporation as set forth in the Code.

(4) ~~(3)~~ **Applicant.** As used herein the term "applicant" shall mean any person making application to the Commissioner for any service provided or authorized by the Code.

(5) **Assistant Corporation Commissioner.** As used herein all references to the "Assistant Corporation Commissioner" shall mean the Assistant Corporation Commissioner appointed by the Secretary of State to oversee the administration of the Code as provided in O.C.G.A. Section 14-5-20.

(6) ~~(4)~~ **Automated database.** As used herein, all references to the "automated database" shall mean the database maintained on the electronic data processing equipment provided to the Commissioner and supported by the Department of Administrative Services (DOAS).

(7) ~~(5)~~ **Certificate/Certificate of Incorporation.** As used herein all references to "certificates" shall mean a form containing signatures of the Secretary of State and/or persons authorized by the Secretary of State, a date of filing and the printed or embossed seal of the State of Georgia.

"Certificates" may also include the placing of a stamp on a document containing a time and date of filing and an acknowledgement of such filing. "Certificate" shall not mean share certificates or certificates which represent the shares of a corporation as provided for in O.C.G.A. Section 14-2-625. "Certificate of ~~incorporation~~ Incorporation" means the certificate issued by the Secretary of State certifying that articles of incorporation have been filed with the Secretary of State pursuant to the Code.

(8) ~~(6)~~ **Code.** As used herein, all citations to "the Code" or "Code" refer to the Georgia Business Corporation Code, Georgia Nonprofit Corporation Code, Georgia Professional Corporation Act, Georgia Limited Liability Act, and other statutes set forth in Title 14 of the Official Code of Georgia Annotated, as amended.

(9) ~~(7)~~ **Commissioner.** As used herein, all references to "the Commissioner" or "Commissioner" shall mean the Corporation Commissioner and Secretary of State of the State of Georgia.

(10) ~~(8)~~ **Corporate Service Organization.** As used herein a "corporate service organization" shall mean:

(a) a A person or entity, a substantial part of whose business is:

1. ~~providing~~ Providing information concerning corporations to the public;
2. ~~providing~~ Providing ministerial services to corporations to assist them in meeting the filing requirements of state and federal laws and regulations pertaining to such corporations; or
3. ~~maintaining~~ Maintaining a commercial database available to the general public; and

(b) ~~any~~ Any other person or entity who shall demonstrate to the satisfaction of the Commissioner a need for direct access to the automated database.

(11) ~~(9)~~ **Depository.** As used herein, all references to "depository" shall mean a person, individual, organization, corporation or other entity designated by the Commissioner to accept filings, funds or other documents on his behalf and to perform certain ministerial services for the Corporations Division of Business Services and Regulation.

(10) ~~Deputy Secretary of State.~~ As used herein all references to the "Deputy Secretary of State" or "Assistant Corporation Commissioner" shall mean the Assistant Corporation Commissioner appointed by the Secretary of State to oversee the administration of the Code as provided in O.C.G.A. Section 14-5-20.

(12) ~~(11)~~ **Division.** As used herein all references to "Division" shall mean the Corporations Division of Business Services and Regulation of the Office of the Secretary of State which is the division that is delegated the authority by the Secretary of State to administer the provisions of the Code.

(13) ~~(12)~~ **Expedited review or expedited processing.** As used herein the term "expedited review" or "expedited processing" shall mean a special processing of filings ~~while the applicant waits prior to the processing of routine filings~~. These filings, if approved for expedited treatment, will be processed as soon as possible.

(14) ~~(13)~~ **Fee schedule.** As used herein the term "fee schedule" shall mean the schedule published and maintained by the Commissioner clearly setting forth the fees and charges for documents and services provided by the Commissioner and the Division. The fees may only be changed by an amendment to the Code. Service charges may only be changed by the posting by the Commissioner of such changes in the public access area of the Division offices for a minimum of thirty (30) days prior to such change being effective.

(15) ~~(14)~~ **Foreign corporation.** As used herein the term "foreign corporation" shall mean a corporation for profit or ~~non-profit~~ nonprofit organized under ~~laws~~ a law other than ~~laws~~ the law

of the state of Georgia, ~~for a purpose or purposes for which a corporation may be organized under Georgia laws.~~

~~(16)~~ **(15) Home state or home jurisdiction.** As used herein all references to a "home state" or "home jurisdiction" shall mean the state or country where a corporation has filed its articles of incorporation and has been issued a certificate of incorporation or such other document or acknowledgement evidencing the incorporation.

~~(17)~~ **(16) Name certificate.** As used herein the term "name certificate" shall mean the document or confirmation number issued by the Commissioner establishing the availability of a name for use by a corporation.

~~(18)~~ **(17) Person.** As used herein all references to "person" includes an individual and entity as defined by the Code.

~~(19)~~ **(18) Pickup.** As used herein the term "pickup" shall mean a request by the applicant to pick up processed documents from the Office of the Secretary of State rather than having documents sent by United States Mail mail, electronic mail, or other commercial delivery service.

~~(20)~~ **(19) Rule.** As used herein all references to "Rule" or "the Rules" shall mean the rules as they appear in the "Official Compilation, Rules and Regulations of the State of Georgia" as compiled and printed by the Secretary of State pursuant to the Georgia Administrative Procedure Act, O.C.G.A. §§50-13-1 *et seq.*

~~(21)~~ **(20) Secretary of State.** As used herein all references to the "Secretary of State" shall mean the Secretary of State of the State of Georgia. The terms "Commissioner" and "Secretary of State" shall both refer to the Secretary of State of the State of Georgia.

Authority O.C.G.A. Secs. 14-2-130, 14-2-140, 14-3-140, 14-5-20, 14-5-23.